

**FREEDOM COURT REPORTING**

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1 IN THE UNITED STATES DISTRICT COURT  
2 FOR THE MIDDLE DISTRICT OF ALABAMA

3  
4 CIVIL ACTION NO: 2:05-CV-1038-MEF

5  
6 MAC EAST, LLC,  
7 An Alabama Limited Liability  
8 Corporation,

9 Plaintiff,

10 vs.

11 SHONEY'S INC.,  
12 a Tennessee corporation,  
13 Defendant.

**COPY**

14  
15 DEPOSITION

16 OF

17 DONNA POWER

18  
19 REPORTED BY: Kelly Jackson  
20 Registered Professional  
21 Reporter  
22 and Notary Public  
23

## FREEDOM COURT REPORTING

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1 Q. But the name Joan Surles?

2 A. This morning because he said  
3 she was going to be here.

4 Q. Item one says did not approve  
5 sublease because MAC did not pay  
6 requested amounts to Shoney's. Where  
7 did you get that information?

8 A. That was the reason we didn't  
9 approve it. We had said we would  
10 approve it if they did that. That was  
11 the first answer.

12 Q. Then somebody wrote I did not  
13 make the --

14 A. Decision. The reason I didn't  
15 make the decision, those were answers,  
16 because I assumed you wouldn't be  
17 satisfied with I didn't make the  
18 decision. So I asked him for specifics.

19 Q. Item two is initial observation  
20 of proposed tenant information was that  
21 this was not a very strong candidate for  
22 the property. That is what -- those are  
23 the words or essentially what you heard

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1 Mr. Stetson say over the telephone  
2 yesterday?

3 A. Yes.

4 Q. Did he give you any specifics  
5 as to what he meant by that, what, if  
6 any, items and materials you had that  
7 indicated that this was not a very  
8 strong candidate for the property?

9 A. At some point he mentioned that  
10 the financials with the limiter from the  
11 CPA.

12 Q. Let's look at Exhibit 3. There  
13 is some information from a certified  
14 public accountant William Curtis?

15 A. I think it is like the  
16 paragraph on the CPA's letter.

17 Q. I will read it into the record.  
18 Management has elected to omit many of  
19 the disclosures required by generally  
20 accepted accounting principles including  
21 the statement of cash flows. If the  
22 omitted disclosures were included in the  
23 financial statements, they might

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1 there.

2 Q. Did you point that out to  
3 Mr. Stetson when he made the decision  
4 back when it was originally made?

5 A. I am sure I did.

6 Q. Then you wrote financials  
7 included wording that management has  
8 elected to omit something items of  
9 disclosure?

10 A. Many.

11 Q. Many items of disclosure which  
12 would be necessary to meet GAAP, general  
13 accounting principles?

14 A. That is just what you read from  
15 the CPA page.

16 Q. That is the paragraph I just  
17 read?

18 A. Right.

19 Q. Who made that comment, that it  
20 would not meet GAAP and wrote general  
21 accepted accounting practices?

22 A. I just added those last few  
23 words. He mentioned the first part. I

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1 had the document in front of me  
2 yesterday.

3 Q. You wrote sublessee not a legal  
4 entity?

5 A. We did discuss that. The  
6 sublessee -- at some point I guess after  
7 the lawsuit, I am not sure when, because  
8 I don't have dates on it, we were not  
9 able to find them listed as an entity in  
10 Alabama.

11 Q. Who are you talking about?

12 A. PAM Enterprises.

13 Q. PAM Enterprises, Inc., d/b/a  
14 City Cafe Diner?

15 A. Yes.

16 Q. Who did that search?

17 A. This firm, I believe.

18 Q. Are there any other reasons  
19 that you have heard from any source at  
20 Shoney's, Inc. or Shoney's, L.L.C. for  
21 its decision to require a payment in  
22 exchange for its approval of the  
23 subtenant?

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1 to them or you just leave that to the  
2 judgment of the broker and review it  
3 when they come in?

4 A. We leave it to the judgment of  
5 the broker.

6 Q. Have you rejected any potential  
7 subtenants in the last year?

8 A. No.

9 Q. Do brokers generally provide  
10 you the information you need to make a  
11 decision like that?

12 A. Yes.

13 Q. What is the information they  
14 normally provide you?

15 A. Financials, existing company's  
16 experience.

17 Q. Is there anything about what  
18 ~~Joan Surles~~ provided you that is  
19 materially different than what you  
20 normally would get when you are looking  
21 at a potential subtenant?

22 A. Not other than what I have  
23 already mentioned.

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1 Q. Which is that qualification by  
2 the accountant?

3 A. Yes.

4 Q. And only that?

5 A. That is the only thing I can  
6 think of at the moment.

7 Q. Isn't it true that most of the  
8 financial statements that you review  
9 contain similar qualifications?

10 MR. NOLAN: Objection.

11 A. I don't review them since I am  
12 not the decision maker.

13 Q. Would you be able to tell me  
14 whether or not the paragraph you  
15 referenced earlier appears in the  
16 materials for tenants you have approved?

17 A. I have not -- I don't recall  
18 ever seeing that.

19 Q. Are there any brokers in  
20 Alabama that you have given the  
21 authority to seek subtenants of any of  
22 your property?

23 A. No. I don't have the authority

**McCLINTON & COMPANY, INC.**

May 9, 2005

VIA FEDERAL EXPRESS, PRIORITY

Ms. Donna Power  
Shoney's Inc.  
1727 Elm Hill Pike  
Nashville, TN 37210-3707

RE: Assignment and Assumption of Lease  
Shoney's #1270, 805 Eastern Bypass, Montgomery, Alabama

Dear Donna:

In follow-up to our previous telephone conversations, we have been fortunate to find an excellent restaurant operator who is interested in leasing/subleasing the old Shoney's building #1270 in Montgomery, Alabama.

If you recall, on February 20, 2002, MAC East, LLC acquired, (as assignee to McClinton & Company, Inc.), Shoney's leasehold improvements under the Ground Lease dated April 13, 1971 by and between Wylie P. Johnson and wife, Lurene H. Johnson (the "Ground Lease") as evidenced by that certain Asset Sale Agreement dated September 28, 2001 between Shoney's, Inc. and McClinton & Company, Inc. (later assigned to MAC East, LLC), as well as Shoney's right, title and interest in the ground lease with the property owner, Wylie P. Johnson evidenced by that certain Assignment and Assumption of Lease Agreement dated February 20, 2002, and recorded with the Judge of Probate of Montgomery County, in Real Property Book 2374 Page 0612 (the "Assignment").

According to the Assignment, Shoney's retains certain rights and obligations under the Ground Lease. As we previously discussed, MAC-East, LLC is interested in subleasing under the Ground Lease, and leasing the building and improvements, to City Café Diner for use as a family restaurant. In this regard, MAC East, LLC is requesting Shoney's approval of the sublease under the Ground Lease, according to Section 19 of the Assignment which requires Shoney's written consent.

The proposed lease/sublease agreement provides that the agreement is subject to the terms and conditions of the original Ground Lease and Assignment. Tenant will be obligated to observe and perform all, and not violate any, of the covenants, agreements, and obligations under the Ground Lease and Assignment. The initial draft of the agreement is being submitted to the proposed tenant for their review, and we will be happy to forward a copy of the lease/sublease agreement to you when we have a draft near final form.

COMMERCIAL REAL ESTATE

DEVELOPMENT

MANAGEMENT

BROKERAGE

2777 ZELDA ROAD

MONTGOMERY, AL 36106

4/270-9653

334/270-9811

www.mcclintonco.com

**PLAINTIFF'S  
EXHIBIT**

3



Ms. Donna Power  
May 10, 2005  
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To facilitate Shoney's review and approval of this transaction, I have enclosed the following for your review, which includes the financial statements received from the proposed tenant. Please advise should you need anything further in this regard.

1. A copy of the Guarantor's Statement of Assets, Liabilities and Net Worth dated October 31, 2004
2. Income Statements dated October 2004 for two similar operations owned by the same partners.
3. Example of menu to be offered
4. Copies of photographs for similar operations
5. A copy of the Assignment, including the Ground Lease as an exhibit.

We have been working on this deal for several months, and have finally been able to agree to a workable arrangement with the City Café Diner, subject to Shoney's approval. We would very much appreciate your prompt consideration of this request. If you have any questions or need any additional information in this regard, please feel free to call, or e-mail me at [surlesj@mcclintonco.com](mailto:surlesj@mcclintonco.com).

Thanking you in advance for your consideration.

Sincerely,

McCLINTON & COMPANY, INC.



Joan Surles, CSM  
Senior Vice President – Operations

Enclosures

cc: Matthew Coblenz  
Leticia Henson  
Jeff Blitz  
Buddy McClinton  
Andy Theodorakis (w/o encl)

**Welcome To The**

*Nobody Leaves  
Hungry at  
The City Cafe Diner*



**"REAL HOME COOKING AT A REAL FAIR PRICE"**

**OPEN 7 DAYS A WEEK  
24 HOURS A DAY**

**4894 OLD NATIONAL HIGHWAY  
COLLEGE PARK, GA. 30337**

**TEL: (404) 763-3366 • FAX: (404) 766-8156**



## Fresh Garden Salads

All of our Salads are served with your Choice of Dressing:

RANCH, BLEU CHEESE, HONEY MUSTARD, FRENCH, THOUSAND ISLAND, ITALIAN, OR 2 VINEGAR OR LITE ITALIAN

### CAESAR SALAD \$6.95

Crisp Romaine Lettuce tossed with our Creamy Caesar Dressing, topped with Grated Parmesan Cheese & Garlic Croutons

with Chicken 9.95 • with Steak 10.95  
with Shrimp 10.95

### GREEK SALAD \$7.95

Mixed Salad Greens topped with Cucumbers, Tomatoes, Green Peppers, Onions, Feta Cheese, Oregano and Oil & Vinegar

with Chicken 9.95 • with Shrimp 10.95  
with Steak 10.95 • with Gyro 9.95

### WORLD FAMOUS GRILLED SALAD

Mixed Salad Greens topped with Tomatoes, Cucumbers, Onions, Green Peppers & Mixed Cheese & our Homemade Dressing

with Chicken 9.95 • with Steak 10.95  
with Shrimp 10.95

### CHEF SALAD \$9.95

A Bed of Fresh Mixed Greens topped with Smoked Turkey, Ham, Cucumbers, Tomatoes and Onion

### FRIED CHICKEN SALAD \$9.95

Chunks of Tender Breaded Chicken on a Bed of Fresh Greens with Tomatoes, Onion, Green Peppers, Cucumbers & Mixed Cheese

### CHICKEN SALAD PLATTER \$7.95

Cold Chicken Salad served on a Bed of Lettuce with Garnish

### HOUSE SALAD \$6.95

Only the finest mix of Iceberg, Romaine and Mixed Lettuce, Tomatoes, Onion, Cucumbers, Real Bacon Bits and Shredded Cheese

### NEW ORLEANS CHICKEN SALAD \$9.95

Blackened Chicken Breast on a Bed of Tossed Greens with Tomato, Onion, Mushrooms, Black Olives & Shredded Cheese with Homemade Dressing

### BOWL of SOUP & HOUSE SALAD

\$7.95

Substitute Caesar Salad Extra 1.25

## Appetizers

### SAMPLER PLATTER 8.95

Perfect for the person who can't decide! 4 Wings, 1 Queso Roll, 2 Poppers; 2 Cheese Stix and 2 Chicken Fingers

### CHICKEN FINGERS (6) 6.95

served with Honey Mustard Dressing

### CHEESE STIX (6) 6.95

Mozzarella packed stix fried Golden Brown, served with Marinara Sauce

### SPINACH CON QUESO DIP & CHIP 6.95

Artichoke Hearts & Cheeses (Served Hot!)

### CITY CAFE'S FAMOUS CHEESE FRIES 5.45

Texas Fries smothered in Homemade Ranch Dressing, topped with Monterey Jack & Cheddar Cheeses

Deluxe it with Bacon Bits Add 1.00

### LAPENO POPPERS 6.95

Jalapeno Pepper halves filled with Cheddar Cheese (Mild) covered with a Potato Breading

### SANTA FE QUESADILLA ROLLS 7.95

Chicken, Monterey Jack Cheese, Onions, Rice, Cilantro, Chipotle and Seasonings tightly rolled in a Flour Tortilla, served with Salsa and Sour Cream

### FRIED POPCORN SHRIMP in a BASKET 7.95

### FRIED CALAMARI with Marinara Sauce 7.95

### DISCO FRIES with Gravy & Melted Cheddar Cheese 4.95

### POTATO SKINS (5) 6.75

with Cheddar, Bacon Bits, Sour Cream & Chives

### FRIED MUSHROOMS 6.95

### SEAFOOD SNACK Fried Calamari, Fried Mushrooms, Fried Clam Strips 9.95

## Quesadillas

FLOUR TORTILLA STUFFED WITH A BLEND OF MONTEREY JACK & CHEDDAR CHEESES, GRILLED AND SERVED WITH JALAPEÑOS, TOMATOES, LETTUCE, SALSA AND SOUR CREAM

Cheese \$6.95 • Black Bean \$7.95 • Vegetable \$7.95

Grilled Chicken \$8.95 • Grilled Steak \$9.95

Grilled Shrimp \$9.95

## City Cafe's "Gigantic" Nachos

YELLOW CORN TORTILLA CHIPS MADE DAILY  
SERVED WITH OUR HOMEMADE SPICY SALSA

Salsa & Chips \$4.95 • Cheese Nachos \$6.95

Guacamole & Chips \$6.95 • Black Bean Nachos \$6.95

Deluxe Nachos \$9.95 • Chicken Nachos \$9.95

## Soups & Chili

SOUP OF THE DAY

CUP \$2.50 • BOWL \$3.50

CHILI \$4.25

## Side Orders

ENCH FRIES 2.85

TEXAS FRIES 2.85

BAKED POTATO 2.85

BLACK BEANS & RICE 2.45

RICE 2.25

BLACK BEANS 2.45

GRILLED MUSHROOMS 2.45

GRILLED ONIONS 2.45

GRILLED MUSHROOMS 2.45

& ONIONS 3.25

CAPPUCCINO \$3.50 • MOCHA CAPPUCCINO \$3.50 • ESPRESSO \$2.95

## Fajitas

Each sizzling with Fresh Flour Tortillas, Guacamole, Melted Cheese, Shredded Lettuce, Salsa & Sour Cream

Chicken \$9.95 • Steak \$10.95 • Shrimp \$10.95

### COMBO FAJITAS

Chicken & Steak \$12.95 • Shrimp & Steak \$12.95

Shrimp & Chicken \$12.95 • Shrimp, Steak & Chicken \$13.95

## City Cafe's

### CHICKEN WINGS

SERVED MILD, MEDIUM, HOT OR TERIYAKI

1/2 Dozen \$4.95 • Dozen \$6.95 • Dozen & 1/2 \$8.95

Double Fried Add \$1.00

Wings Fried, dipped in Wing Sauce then Fried again to lock in flavor

## Tasty Sandwiches Deluxe

SERVED WITH COLE SLAW, PICKLE AND CHOICE OF TEXAS FRIES, FRENCH FRIES, HOME FRIES, POTATO SALAD, RICE OR BLACK BEANS

HOT PASTRAMI or CORNED BEEF on Rye 7.45

ROAST BEEF 7.45

with Lettuce & Tomato on a Roll

TURKEY 7.45

with Lettuce & Tomato on a Roll

GRILLED HAM & CHEESE 6.45

TUNA SALAD on a Roll 6.45

GRILLED VEGETABLES on a French Roll 6.95

BACON, LETTUCE & TOMATO on White Toast 5.45

CHICKEN SALAD on a Roll 6.45

## Hot Italian Sandwiches

Served on a Roll

with Choice of French Fries or Texas Fries

Chicken Parmigiana \$8.95 • Eggplant Parmigiana \$7.95

Meatball Parmigiana \$7.95

## Beverages

FREE REFILLS ON SOFT DRINKS, ICED TEA AND COFFEE

COFFEE, DECAF or TEA 1.65 ICED TEA 1.75

HOT CHOCOLATE 1.95 SOFT DRINKS 1.75

MILK 1.85 Coke, Diet Coke, Sprite or Mr. Pibb

CHOCOLATE MILK 1.95

### SHAKES & MALTS \$3.65

Choice of Vanilla, Chocolate or Strawberry

(Malts made the same way with 1 oz of Pure Malt Powder Added \$3.95)

PHOTOS ARE FOR SUGGESTIONS ONLY - ACTUAL PLATTERS MAY APPEAR DIFFERENT

## Signature Sandwiches

### Chicken Sandwiches

<b>FRIED CHICKEN SANDWICH</b>	8.95
Tender Breaded Chicken Breast smothered in Monterey Jack Cheese	
<b>DIXIE CHICKEN SANDWICH</b>	8.95
Plump Chicken Breast smothered with Sautéed Green Peppers & Onions, topped with Monterey Jack Cheese	
<b>TEXAS CHICKEN SANDWICH</b>	8.95
Grilled Chicken Breast smothered with our Smokey BBQ Sauce and Monterey Jack Cheese	
<b>GRILLED CHICKEN TERIYAKI</b>	8.95
<b>GRILLED CHICKEN ITALIANO</b>	8.95
with Mozzarella, Grilled Tomato & Onion and a Touch of Marinara	
<b>CUBAN REUBEN</b>	8.95
Chicken Breast with Cole Slaw & Russian Dressing on Grilled Rye Bread topped with Swiss Cheese	
<b>GRILLED CHICKEN PHILADELPHIA</b>	8.95
with Mushrooms, Onions, Melted American Cheese, Lettuce & Tomato	
<b>CHICKEN MEXICANA</b>	8.95
with Melted Cheddar Cheese, Jalapeño Peppers, Grilled Onions, Guacamole & Salsa	

<b>REUBEN SANDWICH</b>	8.95
Choice of Corned Beef or Pastrami with Melted Swiss Cheese & Sauerkraut on Rye Bread	
<b>GREEK CHICKEN SANDWICH</b>	8.95
Grilled Chicken Breast with Lettuce, Tomato & Onion, Topped with Feta Cheese & Traditional Vinaigrette	
<b>CHICKEN CORDON BLEU</b>	8.95
Grilled Chicken Breast topped with Ham & Swiss Cheese	

**FRIED FILET OF FLOUNDER**  
Fresh Flounder Filet fried to a Golden Brown,  
served on a Roll  
**\$8.95**

**CLUB SANDWICH**  
Smoked Turkey and Ham served on Toasted Bread  
with Lettuce, Tomato and American Cheese  
**\$8.95**

**MONTE CRISTO**  
Grilled French Toast topped  
with Melted Swiss on Grilled Turkey  
& Ham served with Butter & Syrup  
**\$8.95**

**All Above Sandwiches Are Served with Your Choice of:**  
Texas Fries, French Fries, Home Fries, Potato Salad, Rice or Black Bean and Cole Slaw & Pickle  
BLACKENING AVAILABLE FOR ALL SANDWICHES FOR 1.00 EXTRA

### Our Famous Melts

<b>CHICKEN SALAD MELT</b>	7.45
topped with Melted American Cheese on Grilled Rye	
<b>TUNAFISH SALAD MELT</b>	8.45
topped with Melted American Cheese on Grilled Rye	
<b>PATTY MELT</b>	8.95
Hamburger Patty topped with Melted American Cheese, with Lettuce & Tomato on Grilled Rye	
<b>BREAST OF CHICKEN MELT</b>	8.95
topped with Melted American Cheese on Grilled Rye	
<b>TURKEY MELT</b>	8.95
topped with Melted American Cheese on Grilled Rye	
<b>LONG ISLAND MELT</b>	8.95
Sliced Turkey with Thousand Island Dressing, Grilled Onions & Mushrooms and Melted American Cheese, served open faced on Greek Pita	

### Steak Sandwiches

PORTIONED SIZES OF HOUSE CUT AGED WESTERN BEEF  
SERVED ON A ROLL WITH FRESH LETTUCE & TOMATO  
10 oz. N.Y. Sandwich \$13.95 • London Broil Sandwich \$13.95

### "Most Excellent Sandwiches"

SPECIALTY SANDWICHES WITH GRILLED GREEN PEPPERS & ONIONS  
AND MONTEREY JACK CHEESE ON A ROLL  
Gyro \$7.95 • Steak \$7.95  
Chicken Breast \$7.95 • Shrimp \$7.95



## Hunker Down Ground Round



All Gourmet Burgers are 8 Ounces of Fresh Ground Steak  
ALL BURGERS ARE SERVED DELUXE WITH COLE SLAW,  
PICKLE & CHOICE OF TEXAS TRIES, FRENCH FRIES, HOME FRIES,  
POTATO SALAD, RICE OR BLACK BEANS  
**FIX 'EM LIKE YOU WANT THEM!**

<b>HUNKER DOWN BURGER DELUXE</b>	6.95
with Cheese (American, Monterey Jack or Cheddar)	
with Sautéed Onions	
with Sautéed Mushrooms	
with Sautéed Onions & Mushrooms	
with City Cafe's Chili	

Blackening Available for all Burgers for \$1.00 extra

WE ARE REQUIRED TO COOK OUR BURGERS  
MEDIUM WELL TO WELL DONE

## City Cafe's Famous Baked Potatoes

SELECT IDAHO POTATOES STUFFED WITH YOUR CHOICE OF TOPPING

<b>STIR FRIED VEGETABLES</b>	4.65
<b>HOUSE CHILI</b>	4.65
<b>MUSHROOMS &amp; ONIONS</b>	4.65
ADD BACON BITS, JACK OR CHEDDAR CHEESE FOR 1.00 EXTRA	

## Stir Fry

A HEALTHY BLEND OF BROCCOLI, CARROTS, SQUASH, ZINCHINI, MUSHROOMS,  
ONIONS AND BELL PEPPERS SERVED OVER RICE

<b>VEGETABLE STIR FRY</b>	9.95
with Chicken	12.95
with Steak	13.95
with Shrimp	14.95
<b>COMBO STIR-FRY Shrimp, Steak &amp; Chicken</b>	15.95



## Greek Specialties

**DOLMADES**  
Vine Leaves stuffed with  
Seasonings and Rice,  
served with Greek Salad  
**\$7.95**

**SPINACH PIE**  
Feta Cheese and Chopped Spinach  
wrapped in Strudel Leaves,  
served with Greek Salad  
**\$8.95**

**COMBINATION GREEK PLATTER**  
Chicken & Beef Gyro, Spinach Pie and  
Dolmades served with Open Greek Pita,  
French Fries and Greek Salad  
**\$12.95**

**GREEK GYRO**  
with Lettuce, Tomato, Onion & Tzatziki Sauce  
on Pita Bread served with French Fries  
**\$7.95**  
and with Small Greek Salad **\$9.95**

**CHICKEN GYRO**  
with Lettuce, Tomato, Onion & Tzatziki Sauce  
on Pita Bread served with French Fries  
**\$7.95**  
and with Small Greek Salad **\$9.95**

**GREEK SOUVLAKI**  
(Beef or Chicken)  
with Lettuce, Tomato, Onion & Tzatziki Sauce  
on Pita Bread served with French Fries  
**\$7.95**  
and with Small Greek Salad **\$9.95**



## Dinners

SERVED WITH CHOICE OF SOUP OR TOSSED SALAD AND BREAD

<b>LB. NEW YORK SIRLOIN</b> with Grilled Mushrooms, served with Choice of Potato	17.95
<b>HOPPED STEAK</b> served with Choice of Potato	10.95
<b>LOT OPEN TURKEY</b>	11.95
<b>LOT OPEN ROAST BEEF</b>	12.95
<b>HOUSE CHICKEN PLATTER</b>	12.95
Pieces of Marinated Chicken Breast, served with Oven Brown Potatoes	
<b>FRIED CHICKEN IN A BASKET</b> with French Fries	10.95
<b>CHICKEN PARMIGIANA</b> served with Spaghetti Marinara	12.95
<b>EGGPLANT PARMIGIANA</b> served with Spaghetti Marinara	10.95
<b>SPAGHETTI</b> with Tomato Sauce	8.95
with Meat Sauce 9.95 • with Meatballs (3) 10.95	



PHOTOS ARE FOR SUGGESTIONS ONLY - ACTUAL PLATTERS MAY APPEAR DIFFERENT.



**Juices**

**ASSORTED JUICES \$1.95**  
Orange, Apple, Grapefruit, Cranberry or Tomato Juice

**Cereals**

**COLD CEREAL \$1.95**  
with Raisins or Strawberries \$2.95

WE FEATURE AN ASSORTMENT OF HOT CEREALS AND YOUR SERVER FOR SELECTION

**City Cafe's Breakfast Specialties**

**No. 1**  
**BROCCOLI, SPINACH or EGG WHITE OMELETTE**  
(Low Cholesterol) Served with Home Fries or Grits and Toast  
\$6.75

**No. 2**  
**EGGS BENEDICT**  
on an English Muffin with Canadian Bacon & Hollandaise Sauce  
Served with Home Fries or Grits  
\$7.95

**No. 3**  
**GREEK OMELETTE**  
with Feta Cheese, Tomato and Onions  
Served with Home Fries or Grits and Toast  
\$6.95

**No. 4**  
**COUNTRY GRIDDLE**  
A Layer of Scrambled Eggs topped with Sausage,  
Home Fries, Mushrooms, Onions, Green Peppers,  
Cheddar Cheese and Sausage Gravy, served with Toast  
\$6.95

**No. 5**  
**COUNTRY-FRIED STEAK with Sausage Gravy**  
& Two Eggs (Any Style)  
A Down Home Favorite!  
\$7.45

**No. 6**  
**GYRO OMELETTE**  
served with Home Fries or Grits and Toast  
\$6.95

**No. 7**  
**PEASANT OMELETTE**  
Broccoli, Tomato, Monterey Jack Cheese & Sour Cream  
Served with Home Fries or Grits and Toast  
\$7.95

**No. 8**  
**HOGO BANQUET**  
We Created This One!  
A Skillet full of Hash Browns Potatoes topped with  
Melted American Cheese and Two Eggs, Any Style on top,  
served with Toast  
\$6.95

**No. 9**  
**PHILLY CHEESE OMELETTE**  
Tender Slices of Beef with Green Peppers, Onions  
and Melted Cheese, served with Home Fries or Grits and Toast  
\$7.95

**No. 10**  
**ITALIAN OMELETTE**  
Italian Sausage, Peppers, Onions, Mozzarella Cheese  
& Marinara Sauce, served with Home Fries or Grits and Toast  
\$6.95

**Farm Fresh Eggs**

SERVED WITH HOME FRIES OR GRITS AND TOAST & JELLY



ONE EGG, Any Style ..... 3.25  
with Ham, Bacon or Sausage ..... 4.65  
with Canadian Bacon ..... 5.45  
TWO EGGS, Any Style ..... 3.95  
with Ham, Bacon or Sausage ..... 5.25  
with Canadian Bacon ..... 6.00  
CORNEBEEF HASH & EGGS ..... 6.55  
N.Y. STEAK (10oz) & EGGS ..... 11.95

ADD CHEESE .95¢ • EXTRA EGG 1.00 • SLICED TOMATOES .45¢  
BAGEL OR ENGLISH MUFFIN INSTEAD OF TOAST .30¢ EXTRA

**Omelettes**

SERVED WITH HOME FRIES OR GRITS AND TOAST & JELLY

**N OMELETTE** ..... 3.95  
**ESE OMELETTE** ..... 4.95  
**SS CHEESE OMELETTE** ..... 5.15  
**L, BACON or SAUSAGE OMELETTE** ..... 5.45  
**th Cheese** ..... 5.95  
**CCOLI & CHEDDAR OMELETTE** ..... 5.85  
**DEN OMELETTE** ..... 5.85  
th Broccoli, Mushrooms, Tomatoes & Onions  
**TERN OMELETTE** ..... 5.75  
th Ham, Onions and Green Peppers  
**MEXICAN OMELETTE** ..... 6.75  
Chili & Cheddar Cheese served with Sour Cream  
**JALAPEÑO HELL HOLE OMELETTE** ..... 6.95  
with Onions, Ham, Potatoes, Cheddar & Jalapeño Peppers  
**FAJITA OMELETTE** ..... 7.15  
Chicken, Green Peppers, Onions & Jalapeño Peppers  
with Monterey Jack Cheese  
ADD CHEESE .95¢ • EXTRA EGG 1.00 • SLICED TOMATOES .45¢  
BAGEL OR ENGLISH MUFFIN INSTEAD OF TOAST .30¢ EXTRA

**Egg Sandwiches**

**FRIED EGG** ..... 2.95  
with Ham, Bacon or Sausage ..... 4.55  
**WESTERN** ..... 4.25

**Toast & Muffins**

Butter & Jelly ..... .95  
**MUFFIN** ..... 1.05  
**GRADE ASSORTED MUFFINS** ..... 1.80

**PIGS IN A BLANKET**

Three Sausage Links rolled in Extra Large Pancakes  
\$7.95

**From The Griddle**

SERVED WITH BUTTER AND SYRUP

**Pancakes or French Toast**

**BUTTERMILK PANCAKES (3)** ..... 4.35  
or **FRENCH TOAST** ..... 4.35  
with One Egg ..... 5.45  
with Two Eggs ..... 6.35  
with Ham, Bacon or Sausage ..... 5.65  
with Canadian Bacon ..... 6.25  
with Strawberries or Blueberries ..... 6.75  
with Two Scoops of Ice Cream ..... 7.25

**Waffles**

**MALTED WAFFLE** ..... 4.35  
with One Egg ..... 5.45  
with Two Eggs ..... 6.35  
with Ham, Bacon or Sausage ..... 5.65  
with Canadian Bacon ..... 6.25  
with Strawberries or Blueberries ..... 6.95  
with Two Scoops of Ice Cream ..... 7.25

**Breakfast Sides**

**HOME FRIES** ..... 2.85  
**GRITS** ..... 1.45  
**HAM, BACON or SAUSAGE** ..... 2.85  
**CANADIAN BACON** ..... 2.95  
**ADD CHEESE** ..... .75

**Bagel Bin**

**BAGEL**  
1.45  
with Cream Cheese  
2.25

**HOUSE BREAKFAST SPECIAL**

Three Eggs with 2 Strips of Bacon, 2 Sausages & 2 Pancakes  
\$7.95

**SAUSAGE & GRAVY**

on a Biscuit, Served with Home Fries or Grits  
\$5.95  
Blacult & Gravy \$2.25

**Desserts**

**ALL CAKES & INDIVIDUAL PASTRIES** ..... 5.95  
**GREEK PASTRIES** ..... 4.25  
**ALL JUMBO COOKIES** ..... 2.45  
**PUDDINGS** ..... 2.95

PHOTOS ARE FOR SUGGESTIONS ONLY - ACTUAL PLATTERS MAY APPEAR DIFFERENT.

**WDC William D. Curtis, Certified Public Accountant**

P. O. Box 142073, Fayetteville, GA 30214

Ph. 678-612-5261

Mr. Jimmy Tselios

Statement of Assets, Liabilities, and Net Worth

As of October 31, 2004

Asset	Market Value	Liabilities	Net Worth
City Café 4848 Old National Hwy College Park, GA 30349	\$850,000.00	\$0.00	\$850,000.00
City Café 3423 Winton Place Rochester, NY 14623	\$850,000.00	\$0.00	\$850,000.00
City Café 1835 Piedmont Cir Atlanta, GA 30319	\$750,000.00	\$0.00	\$750,000.00
City Café 1710 Opelika Rd Auburn, AL 36830	\$650,000.00	\$110,000.00	\$540,000.00
Milano's Italian Restaurant 373 Fob James Dr Valley, AL 36854	\$650,000.00	\$0.00	\$650,000.00
Residence 1492 Brentwood Dr. Marietta, GA 30062	\$320,000.00	\$120,000.00	\$200,000.00
1990 560 SCL Mercedes Benz	\$22,000.00	\$0.00	\$22,000.00
2000 500 SEL Mercedes Benz	\$65,000.00	\$45,000.00	\$20,000.00
Home Furniture/Jewelry	\$150,000.00	\$0.00	\$150,000.00
Note Receivable: Mr. Peter Jeong	\$370,000.00	\$0.00	\$370,000.00
Cash	\$150,000.00	\$0.00	\$150,000.00
<b>Totals</b>	<b>\$4,827,000.00</b>	<b>\$275,000.00</b>	<b>\$4,552,000.00</b>

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**WDC William D. Curtis, Certified Public Accountant**  
P. O. Box 142073, Fayetteville, GA 30214 Ph. 678-612-5261

November 25, 2004

Board of Directors  
Rochester Seafood Company  
Henrietta, New York

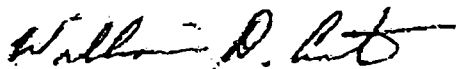
Dear Board of Directors:

I have compiled the income statement for the Rochester Seafood Company for the five month period ended October 31, 2004 in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of management.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statement and accordingly, do not express an opinion or any other form of assurance on it.

Management has elected to omit many of the disclosures required by generally accepted accounting principles' including the statement of cash flows. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the company's financial position, results of operations, and cash flows. Accordingly, this financial statement is not designed for those who are not informed about such matters.

Sincerely,



William D. Curtis  
Certified Public Accountant

**WDC William D. Curtis, Certified Public Accountant**

P. O. Box 142073, Fayetteville, GA 30214

Ph. 678-612-5261

November 25, 2004

Board of Directors  
Rochester Seafood Company  
Henrietta, New York


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Sincerely,

  
William D. Curtis  
Certified Public Accountant



**WDC William D. Curtis, Certified Public Accountant**

P. O. Box 142073, Fayetteville, GA 30214

Ph. 678-612-5261

**Rochester Seafood Company**  
**dba/City Café Diner**  
**Income Statement**  
**May thru October 2004**

Sales	\$2,179,135.00	100.0%
less: Cost of Goods Sold	-\$862,937.46	-39.6%
Gross Profit Margin	\$1,316,197.54	60.4%
Operating Expenses:		
Wages and Salaries	\$505,559.32	23.2%
Utilities	\$50,720.00	2.3%
Depreciation	\$32,716.80	1.5%
Interest Expense	\$68,000.00	3.1%
Business Insurance	\$13,200.00	0.6%
Telephone	\$2,325.00	0.1%
Maintenance and Repairs	\$5,765.02	0.3%
Credit Card Fees	\$18,522.65	0.9%
Linen and Uniforms	\$6,120.00	0.3%
Office Supplies	\$13,074.81	0.6%
Fees and Permits	\$2,179.14	0.1%
Rent	\$32,500.00	1.5%
Hotel and Travel	\$39,300.00	1.8%
Miscellaneous	\$18,002.40	0.8%
Total Operating Expenses	\$807,985.13	37.1%
Gross Profit	\$608,212.41	23.3%
Provision for Income Taxes	\$50,821.24	2.3%
Net Income	\$457,391.17	21.0%

For Management Use Only